

**RECORDING REQUESTED BY AND  
WHEN RECORDED RETURN TO:**

Steel Rives LLP  
600 University Street, Suite 3600  
Seattle, WA 98101  
Attn: Adam Coady

REVIEWED BY  
SKAGIT COUNTY TREASURER  
DEPUTY Lena Thompson  
DATE 06/03/2024

**FIRST AMENDMENT TO MEMORANDUM OF LEASE & OPTION AGREEMENT**

**Grantor:** M.V. GREENHOUSE, LLC;  
MV REAL ESTATE HOLDINGS LLC; and  
SKAGIT HORTICULTURE LLC

**Grantee:** SMITH GARDENS, INC.

**Abbreviated Legal  
Description:** PTNS. SEC. 12-34-3E, W.M.; PTNS. SEC. 13-34-3E, W.M.;  
PTNS. SEC. 18-34-4E, W.M.  
Complete legal description on Exhibit A.

**Assessor's Tax Parcel ID No.:** P114457 / 340312-4-002-0100; P21493 / 340312-0-002-0001;  
P21495 / 340312-0-004-0009; P21674 / 340313-0-011-0009;  
P21740 / 340313-0-058-0003; P21741 / 340313-1-059-0002;  
P21742 / 340313-0-060-0009; P21812 / 340313-1-001-0009;  
P21813 / 340313-1-002-0008; P26046 / 340418-2-004-0100;  
P26048 / 340418-0-006-0000; P26049 / 340418-0-007-0009;  
P26052 / 340418-0-010-0004; P26219 / 340418-0-130-0009;  
P96270 / 340313-0-058-0102

**Reference No. (if applicable):** 202404090046

**FIRST AMENDMENT TO MEMORANDUM OF LEASE & OPTION AGREEMENT**

This First Amendment to Memorandum of Lease & Option Agreement (this "**Amendment**") is made as of May 28, 2024 ("**Effective Date**"), between M.V. GREENHOUSE, LLC, MV REAL ESTATE HOLDINGS LLC, and SKAGIT HORTICULTURE LLC (collectively, "**Landlords**") and SMITH GARDENS, INC. (the "**Tenant**"). A Memorandum of Lease & Option Agreement was recorded under Skagit County Recording No. 202404090046 (the "**Memorandum**").

**Recitals**

A. Landlords are owner of that certain real property as set forth in **Exhibit A** ("**Real Property**"). Pursuant to that certain Lease & Option Agreement between Landlords and Tenant, Landlords have leased to Tenant a portion of the Real Property.

B. At the time the Memorandum was recorded, it was anticipated that the legal description for the Real Property would be revised.

NOW THEREFORE, in consideration of the covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. **New Legal Description.** The legal description of the Real Property set forth in Exhibit A of the Memorandum is replaced in its entirety by the legal description attached as **Exhibit A** to this Amendment.

2. **No Further Modification.** Except as set forth in this Amendment, all of the terms and provisions of the Memorandum shall remain unmodified and in full force and effect.

3. **Counterparts.** This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

[Signatures on following pages.]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the Effective Date.

**LANDLORD:**

M.V. GREENHOUSE, LLC

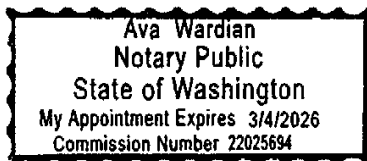
By: Daniel R. Baty  
Name: Daniel R. Baty  
Its: Manager

STATE OF WA )  
 ) ss.  
COUNTY OF king )

On this 28<sup>th</sup> day of May, 2024, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Daniel R. Baty, to me known to be the Manager of **M.V. Greenhouse, LLC**, the company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated that she/he is authorized to execute said instrument on behalf of the company.

Witness my hand and official seal hereto affixed the day and year first above written.

Ava Wardian  
Printed Name: Ava Wardian  
Notary Public in and for the state of  
Washington, residing at Seattle, WA  
My commission expires: 03/04/2026



**LANDLORD:**

MV REAL ESTATE HOLDINGS LLC

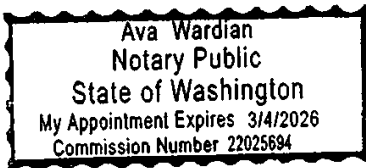
By: [Signature]  
Name: Stanley L. Baty  
Its: Manager

STATE OF WA )  
 ) ss.  
COUNTY OF King )

On this 28<sup>th</sup> day of May, 2024, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Stanley L. Baty, to me known to be the Manager of **MV Real Estate Holdings LLC**, the company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated that she/he is authorized to execute said instrument on behalf of the company.

Witness my hand and official seal hereto affixed the day and year first above written.

[Signature]  
Printed Name: Ava Wardian  
Notary Public in and for the state of  
Washington, residing at Seattle, WA  
My commission expires: 03/04/2026



## LANDLORD:

SKAGIT HORTICULTURE LLC

By: Daniel R. Baty

Name: Daniel R. Baty

Its: Manager

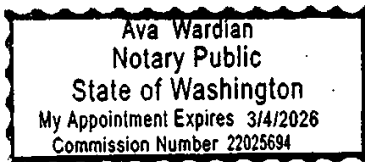
STATE OF WA )  
) ss.  
COUNTY OF King )

On this 28<sup>th</sup> day of May, 2024, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Daniel R. Baty, to me known to be the Manager of **Skagit Horticulture LLC**, the company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated that she/he is authorized to execute said instrument on behalf of the company.

Witness my hand and official seal hereto affixed the day and year first above written.

Printed Name: Ava Warden

Notary Public in and for the state of

Washington, residing at Seattle, WAMy commission expires: 03/04/2026

## TENANT:

SMITH GARDENS, INC.

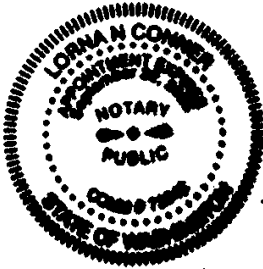
By: Eric Smith  
its Eric Smith  
Date: 5/23/24

STATE OF Washington ) ss.  
COUNTY OF Whatcom

On this 23 day of May, 2024, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Eric Smith, to me known to be the President of **Smith Gardens, Inc.**, the company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated that she/he is authorized to execute said instrument on behalf of the company.

Witness my hand and official seal hereto affixed the day and year first above written.

Lorna N Conner  
Printed Name: Lorna N Conner  
Notary Public in and for the state of  
Washington, residing at Bellingham, WA  
My commission expires: 9-22-2025



**EXHIBIT A**Legal description of Real Property**Parcel A:**

Government Lot 7 of Section 12, Township 34 North, Range 3 East of the Willamette Meridian, less the North 2 acres of the West 10 acres;

EXCEPT the East 40 feet as conveyed to Skagit County for road purposes by deed recorded April 5, 1911, in Volume 83 of Deeds, page 536;

AND EXCEPT any portion lying within River Bend Road;

Situate in the County of Skagit, State of Washington.

**Parcel B:**

That portion of Government Lot 6, Section 12, Township 34 North, Range 3 East of the Willamette Meridian, described as follows:

Beginning at the Southwest corner of said Government Lot;

Thence North 83°40'02" East 1,193.75 feet along the South line of said Section 12, to a point that is South 83°40'02" West 1,285.18 feet from the Southeast corner of said Section 12 said point being the true point of beginning;

Thence North 0°19'30" West 204.05 feet;

Thence South 88°38'19" East 48.51 feet to the East line of said Government Lot;

Thence South 0°33'18" West 197.86 feet along said East line to the Southeast corner thereof;

Thence South 83°40'02" West 45.71 feet along said South line to the true point of beginning;

Being a portion of Lot 2, Short Plat No. 79-80, recorded in Volume 5 of Short Plats, page 125, under Skagit County Auditor's File No. 8109110008, records of Skagit County, Washington.

Situate in the County of Skagit, State of Washington.

**Parcel C:**

Those portion of Government Lots 2 and 3 of Section 18, Township 34 North, Range 4 East, Willamette Meridian, and of the East 1/2 of Section 13, Township 34 North, Range 3 East, Willamette Meridian, described as follows:

Beginning at the intersection of the South line of said Government Lot 2 and the southerly extension of that certain fence line described in Real Estate Contract recorded under Auditor's File No. 9709220099, described as marking the easternmost line of those premises sold to Summersun Greenhouse Company, a

Washington corporation;  
Thence North 00° 44' 51" West, 554.06 feet;

Thence North 88° 19' 23" West, 3,096.69 feet, more or less, to a point on the East line of the West 100 feet of the Southwest 1/4 of the Northeast 1/4 of said Section 13, said point being the true point of beginning;

thence South 88° 19' 23" East, 3,096.69 feet, more or less, to the above referenced fence line;

Thence South 00° 44' 51" East, 554.06 feet, along said fence line as extended southerly, to the South line of said Government Lot 2;

Thence along said South line North 89° 38' 59" West, a distance of 231.37 feet;

Thence South 00° 35' 38" East, a distance of 1,580.84 feet;

Thence North 73° 16' 10" West to the East line of the West 15 acres of said Government Lot 3;

Thence North 00° 06' 25" West, along said East line to the North line of those certain premises conveyed to Randy Adams by Deed recorded under Auditor's File No. 8504040048;

Thence North 73° 14' 33" West along said North line to the Northwest corner thereof;

Thence South 00° 06' 25" East, 130 feet to the North line of the County road right-of-way known as the River Bend Road;

Thence Northwesterly along said North line to the Southeast corner of that certain tract conveyed to Mathew M. Paul and Wilma Paul by Partial Fulfillment Deed Recorded January 16, 1974, under Auditor's File No. 795687;

Thence North 01° 26' 30" East along the East line of said Paul Tract, a distance of 415.0 feet to the Northeast corner thereof;

Thence North 60° 03' 23" West along the North line of said Paul Tract, a distance of 91.03 feet to the Northwest corner thereof and the East line of the West 100 feet of Government Lot 6 of said Section 13;  
thence North 01° 26' 30" East along the East line of the West 100 feet to the point of beginning;

EXCEPT therefrom the following described:

Beginning at the Southeast corner of the West 100 feet of the Northeast 1/4 of said Section 13;

Thence North 01° 26' 30" East along the East line of said West 100 feet, a distance of 486.43 feet;

Thence North 87° 40' 33" East, parallel with the South line of the Northeast 1/4 of said Section 13, a distance of 1,450.57 feet;

Thence South 11° 37' 55" West, a distance of 877.46 feet;

Thence South 20° 09' 08" East, a distance of 660.48 feet;

Thence South 19° 09' 54" West, a distance of 104.43 feet to the North line of the County road;

Thence along the North line of the County road through the following four courses;

North 68° 55' 40" West, a distance of 97.55 feet to the point of curvature of a curve to the left having a radius of 5,203.50 feet;

Thence Westerly along said curve through a central angle of 3° 12' 32" and an arc distance of 291.42 feet;

Thence North 72° 08' 12" West, a distance of 845.63 feet to the point of beginning of curvature of a curve to the right having a radius of 1,333.50 feet;

Thence Westerly along said curve through a central angle of 11° 18' 11", and an arc distance of 263.07 feet to the Southeast corner of that certain tract conveyed to Mathew M. Paul and Wilma Paul by Partial Fulfillment Deed Recorded January 16, 1974, under Auditor's File No. 795687;



Thence leaving the North line of the County road, North  $01^{\circ} 26' 30''$  East along the East line of said Paul tract, a distance of 415.00 feet to the Northeast corner thereof;

Thence North  $60^{\circ} 03' 23''$  West along the North line of said Paul Tract, a distance of 91.03 feet to the Northwest corner thereof and the East line of the West 100 feet of Government Lot 6 of said Section 13;

Thence North  $01^{\circ} 26' 30''$  East along the East line of the West 100 feet, a distance of 76.36 feet to the point of beginning.

Situate in the County of Skagit, State of Washington.

**Parcel D:**

All that portion of the Northeast Quarter of the Northeast Quarter of Section 13, Township 34 North, Range 3 East of the Willamette Meridian, described as follows:

Beginning at the Northeast corner of said Section 13;

Thence South  $83^{\circ} 31'$  West along the North line of said Section 13, a distance of 1,273.6 feet, more or less, to the Northwest corner of the Northeast Quarter of the Northeast Quarter of said Section 13;

Thence South along the West line of said Northeast Quarter of the Northeast Quarter, a distance of 160.6 feet;

Thence South  $89^{\circ} 33'$  East, a distance of 1,275 feet, more or less, to the East line of said Section 13;

Thence North along the East line of said Section, a distance of 314.8 feet, more or less, to the point of beginning;

EXCEPT the East 40 feet thereof, as conveyed to John Krangness by deed recorded April 4, 1924, in Volume 132 of Deeds, page 576;

Situate in the County of Skagit, State of Washington.

**Parcel E:**

All that portion of the Northeast Quarter of Section 13, Township 34 North, Range 3 East, W.M., described as follows:

Beginning at a point on the East line of said Section 13, 314.8 feet South of the Northeast corner of said Section;

Thence North  $89^{\circ} 33'$  West, a distance of 1,275 feet, more or less, to the West line of the Northeast Quarter of the Northeast Quarter;

Thence South, along said West line and the southerly extension thereof, 660 feet, more or less, to intersect a line which begins at a point on the East line of Government Lot 1, said Section, 386 feet South of the Northeast corner the South 60 rods of said Government Lot and runs North  $89^{\circ} 45'$  East;

Thence, along said line, North  $89^{\circ} 45'$  East to East line of said Section;

Thence North, along said East line, to the point of beginning;

Situate in the County of Skagit, State of Washington.

**Parcel F:**

All that portion of the Northeast quarter of Section 13, Township 34 North, Range 3 East, W.M., described as follows:

Beginning at a point on the East line of Government Lot 1, said Section, which is 386 feet South of the Northeast corner the South 60 rods of said Government Lot;

Thence North  $89^{\circ}45'$  East, a distance of 2,468 feet, more or less, to the East line of said Section;

Thence South, along said East line, 416 feet;

Thence South  $85^{\circ}10'$  West 2,578 feet, more or less, to the centerline of said Section;

Thence North, along said centerline, to the point of beginning.

Situate in the County of Skagit, State of Washington.

**Parcel G:**

Those portions of Government Lot 2 of Section 18, Township 34 North, Range 4 East, Willamette Meridian, and of the Northeast 1/4 of Section 13, Township 34 North, Range 3 East, Willamette Meridian, described as follows:

Beginning at the intersection of the South line of said Government Lot 2 and the southerly extension of that certain fence line described in Real Estate Contract recorded under Auditor's File No. 9709220099, described as marking the easternmost line of those premises sold to Summersun Greenhouse Company, a Washington corporation;

Thence North  $00^{\circ}44'51''$  West 554.06 feet to the true point of beginning;

Thence North  $88^{\circ}19'23''$  West, 3,096.69 feet, more or less, to a point on the East line of the West 100 feet of the Southwest Quarter of the Northeast Quarter of said Section 13;

Thence North  $01^{\circ}15'37''$  East along said East line of the West 100 feet, to a point on the North line of said Southwest Quarter of the Northeast quarter;

Thence South  $85^{\circ}31'33''$  West along said North line, 100.50 feet to an existing fence line;

Thence North  $00^{\circ}42'21''$  East along said fence line to the Southerly most Southeast corner of said Summersun Greenhouse Company premises;

Thence South  $89^{\circ}13'02''$  East along the South line of said Summersun parcel, 3,162.30 feet, more or less, to intersect that certain fenceline described above along the easternmost boundary of the Summersun parcel at the Southeast corner thereof;

Thence South  $00^{\circ}44'51''$  East along said fenceline, and the southerly extension thereof, a distance of 564.21 feet, more or less, to the true point of beginning.

Situate in the County of Skagit, State of Washington.

**Parcel H:**

All that portion of the South half of the Northeast quarter of Section 13, Township 34 North, Range 3 East, W.M., lying North of the following described line:

Beginning at the intersection of the South line of Government Lot 2, Section 18, Township 34 North, Range 4 East, and the southerly extension of that certain fence line described in Real Estate Contract recorded under Auditor's File No. 9709220099, described as marking the easternmost line of those premises sold to Summersun Greenhouse Company, a Washington corporation;

Thence North  $00^{\circ}44'51''$  West 1,118.27 feet, more or less, to the South line of said Summersun premises, said point being the Point of Beginning of the herein described line;

Thence North  $89^{\circ}13'02''$  West 3,162.30 feet to the terminus of said line.

Situate in the County of Skagit, State of Washington.

**PARCEL I:**

All that portion of Government Lot 1, Section 18, Township 34 North, Range 4 East of the Willamette Meridian, described as follows:

Beginning at a point on the West line of said Government Lot 1, 40 feet South of the Northwest corner thereof;

Thence South, 330 feet, more or less, along said West line, to a fence as described in that Real Estate Contract recorded under Auditor's File No. 9709220099;

Thence Easterly, along said fence, 132 feet, more or less;

Thence continuing along said fence and the northerly projection thereof, North  $00^{\circ}14'01''$  West, 330 feet, more or less, to a point 40 feet South of the North line of said Government Lot 1;

Thence West on a line 40 feet South of and parallel with the North line of said Government Lot 1, 132 feet, more or less, to the point of beginning.

Situate in the County of Skagit, State of Washington.

**Parcel J:**

That portion of the West half of Section 18, Township 34 North, Range 4 East of the Willamette Meridian, described as follows:

Beginning at the North quarter corner of Section 13, Township 34 North, Range 3 East, W.M., said point being on the North line of Lot 2 of Skagit County Short Plat No. 22-90, recorded in Book 10 of Short Plats, pages 111 and 112;

Thence along said North line South  $89^{\circ}13'02''$  East a distance of 850.15 feet to the Northeast corner of said Short Plat;

Thence along the East line thereof South  $01^{\circ}15'37''$  West a distance of 662.71 feet;

Thence South 89°10'15" East, a distance of 1,644.26 feet to the West line of said Section 18 and the True Point of Beginning;

Thence along said West line North 00°57'36" West, a distance of 610.69 feet to an existing fence;

Thence along said fence North 88°52'08" East a distance of 127.45 feet, more or less;

Thence continuing along said fence and a projection thereof North 00°14'01" West a distance of 326.10 feet to the South line of the North 40 feet of said Section 18;

Thence along said South line South 89°29'11" East a distance of 360.26 feet to the West line of the East 176 feet of the North 224 feet of the West half of Government Lot 1 of said Section 18;

Thence along said West line South 00°44'51" East a distance of 184.04 feet to the South line of said North 224 feet;

Thence along said South line South 89°29'11" East a distance of 167.96 feet to a projection of that certain fence line described in Real Estate Contract recorded under Auditor's File No. 9709220099, described as marking the easternmost line of those premises sold to Summersun Greenhouse Company, a Washington corporation coming from the South;

Thence along said fence and projection thereof South 00°52'09" East 1,266.41 feet;

Thence North 89°13'02" West to the West line of said Section 18;

Thence North along said West line to the true point of beginning;

EXCEPT THE FOLLOWING DESCRIBED TRACT:

BEGINNING at the Southwest corner of the East 176 feet of the North 224 feet of the West half of Government Lot 1;

Thence along said South line, South 89°29'11" East a distance of 167.96 feet to that certain fence line described in Real Estate Contract recorded under Auditor's File No. 9709220099, described as marking the easternmost line of those premises sold to Summersun Greenhouse Company, a Washington corporation;

Thence South 00°52'09" East along said fence a distance of 40 feet more or less, to the South line of the North 264 feet of said Government Lot;

Thence North 89°29'11" West a distance of 176 feet;

Thence North 00°52'09" West 224 feet, more or less, to the South line of the County Road right of way along the North line of said subdivision;

Thence East along said South line 8.04 feet, more or less, to the West line of the East 176 feet of said Government Lot;

Thence South 00°44'51" East along said West line a distance of 184.04 feet to the Point of Beginning, pursuant to Boundary Line Adjustment Quit Claim Deed recorded under Auditor's File No. 9807130095, Records of Skagit County, Washington;

Situate in the County of Skagit, State of Washington.

**Parcel K:**

The East 40 feet of the following described property;

All that portion of the Northeast Quarter of the Northeast Quarter of Section 13, Township 34 North, Range 3 East of the Willamette Meridian, described as follows:

Beginning at the Northeast corner of said Section 13;

Thence South 83°31' West along the North line of said Section 13, a distance of 1,273.6 feet, more or less, to the Northwest corner of the Northeast Quarter of the Northeast Quarter of said Section 13;

Thence South along the West line of said Northeast Quarter of the Northeast Quarter, a distance of 160.6 feet;

Thence South 89°33' East, a distance of 1,275 feet, more or less, to the East line of said Section 13;

Thence North along the East line of said Section, a distance of 314.8 feet, more or less, to the point of beginning;

EXCEPT the following described parcel;

Beginning at the Northeast corner of said Section;

Thence South 01°02'56" East, along the East Section line, a distance of 40.00 feet;

Thence North 89°40'13" West, a distance of 33.01 feet;

Thence North 01°02'56" West, a distance of 35.99 feet to a point on the North line of said Section;

Thence North 83°23'36" East along said North line, a distance of 33.16 feet to the Northeast corner of said Section and the Point of Beginning;

Situate in the County of Skagit, State of Washington.